



**CERTIFICATE OF INCORPORATION  
OF**

**SUCO, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **November 15, 1990**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Gabala*

Nov 15 4 47 PM '30

ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

SUCO, INC.

The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act; Chapter 1, Title 30, Idaho Code (the "Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is SUCO, INC.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are: to transact any and all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 10,000 shares, of one class only, which will be designated as common stock. The par value of each share is \$1.00.

ARTICLE V. CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation shall have the right to purchase and redeem its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

To the extent authorized by the Act, when and as determined by the Board of Directors, the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is Suite 164, 410 South Orchard Street, Boise, Idaho 83705, and the name of its initial registered agent at that office is Jeffrey Cliff.

#### ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation will be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as Director until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Jeffrey Cliff	Suite 164 410 South Orchard Street Boise, Idaho 83705

#### ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of the Corporation are:

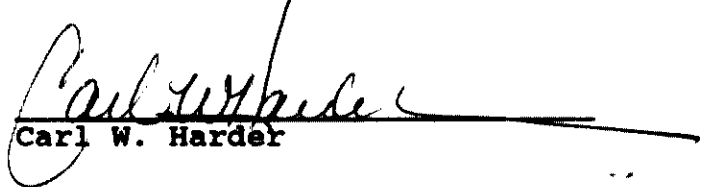
<u>Name</u>	<u>Address</u>
Carl W. Harder	P.O. Box 1617 Boise, Idaho 83701

#### ARTICLE IX. SHAREHOLDER APPROVAL

The affirmative vote or other consent of the holders of two-thirds of the issued and outstanding shares of stock of the Corporation shall be necessary (1) to amend these Articles of Incorporation, (2) to amend the Bylaws of the Corporation, (3) to authorize the Corporation's issuance and sale of any shares of stock of the Corporation other than those shares subscribed prior to the Corporation's organization, (4) to repurchase or redeem any shares of stock of the Corporation, except pursuant to an agreement previously approved in the same manner, (5) to make capital expenditures on behalf of the Corporation in the amount of One Hundred Thousand and No/100 Dollars (\$100,000.00) or more, in the aggregate, in any six-month period, (6) to sell all, substantially all or a substantial part of the assets of the Corporation, (7) to merge the Corporation with another corporation, (8) to dissolve the Corporation voluntarily, or

(9) to take such other actions as shall be specified by the shareholders in the same manner.

Dated this 15th day of November, 1990.

  
Carl W. Harder